



*At the Council Chamber, Whitehall*

THE 15th DAY OF JANUARY 2018

BY THE LORDS OF HER MAJESTY'S MOST HONOURABLE  
PRIVY COUNCIL

The Privy Council has approved the amendments to the Bylaws of The Science Council set out in the Schedule to this Order.

*Christopher Berry*

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*SCHEDULE*

AMENDMENTS TO THE BYLAWS OF THE SCIENCE COUNCIL

1. In Bylaws 2(b) and 33 *delete* "in General Meeting".
2. *Delete* Bylaw 3(b) and *substitute*:

"(b) there are circumstances which the Board considers make it appropriate to recommend that the body be admitted to membership by a resolution of the Member Bodies provided that if the resolution is to be passed by written resolution then the written resolution will not be passed if any objections are received from a Member Body and the resolution will instead be referred to a General Meeting for a decision."

3. *Delete* Bylaw 46 and *substitute*:

"46. A written resolution circulated to all the Board members who would have been eligible to vote on the matter at a Board meeting and approved by at least a two thirds majority of the Board is as valid as a resolution passed at a meeting of the Board and for this purpose:

- (a) the Board shall have 28 days to respond and if sufficient responses have not been received the resolution lapses; and
- (b) the written resolution may be contained in more than one document and will be treated as passed on the date of the last signature.

For the avoidance of doubt a written resolution may be circulated and approved by electronic means including email.”.

4. In Bylaw 47 *delete* “is present” and *substitute* “are participating”.

5. After Bylaw 47 *insert* new Bylaw 47A:

“47A. The Board members participate in a meeting, or part of a meeting when:

- (a) the meeting has been called in accordance with the Bylaws; and
- (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting (for example via telephone or video conferencing).

In determining whether Board members are participating in a Board meeting, it is irrelevant where any Board member is or how they communicate with each other. If all the Board participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.”.

6. After Bylaw 55 *insert* new Bylaw 55A:

“55A. Subject to Bylaw 3(b), the Member Bodies may pass a resolution in writing if the resolution is one that requires a simple majority decision at an Annual General Meeting or General Meeting. A resolution in writing must be agreed by a two thirds majority of all the Member Bodies who would have been entitled to vote upon it had it been proposed at a General Meeting or Annual General Meeting and shall be effective, provided that:

- (a) a copy of the proposed resolution has been sent to all the Member Bodies eligible to vote; and
- (b) a two thirds majority of Member Bodies have signified their agreement to the resolution in a document or documents which are received within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be signed by the Member Bodies chief executive (or equivalent) or by its nominated representative.

The resolution in writing may comprise several copies to which one or more Member Body has signified its agreement. For the avoidance of doubt a written resolution may be circulated and approved by electronic means including email. Eligibility to vote on the resolution is limited to Member Bodies who are members of the Council on the date when the proposal is first circulated in accordance with this Bylaw.”.



*At the Council Chamber, Whitehall*

THE 29th DAY OF JANUARY 2018

BY THE LORDS OF HER MAJESTY'S MOST HONOURABLE  
PRIVY COUNCIL

The Privy Council has approved the amendments to the bye-laws of the Association of Chartered Certified Accountants as set out in the Schedule to this Order.

*Richard Tilbrook*

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*SCHEDULE*

AMENDMENTS TO THE BYE-LAWS OF THE ASSOCIATION OF CHARTERED CERTIFIED  
ACCOUNTANTS

1. In bye-law 1:
  - (i) **delete** the definition of 'company auditor';
  - (ii) **insert** "committee means any group of persons (by whatever name known) to whom Council has delegated any of its functions and powers in accordance with bye-law 28 other than a committee appointed in accordance with bye-law 9;"
  - (iii) **delete** the definition of "exempt regulated activities";
  - (iv) **insert** "local committee means any group of persons (by whatever name known) formed by Council in any part of the world in accordance with bye-law 31;"
  - (v) **delete** the definition of "practising certificate" and **substitute**:

“practising certificates mean the certificates and licences issued by the Association pursuant to regulations made under bye-laws 4(c) and 5(b) respectively;”;

- (vi) after the definition of ‘specified person’ *insert* “statutory auditor means a person appointed as auditor under Part 16 of the Companies Act 2006;”.

2. **Delete** bye-law 2(d)(i) and **substitute**:

“(i) the conditions a person must satisfy to gain admission to membership of the Association, which conditions may prescribe different requirements for different classes of persons who may not have satisfied the requirements of bye-law 2(a), including but not limited to provision for reciprocal and honorary membership for such persons;”.

3. In bye-law 4:

- (i) in the opening paragraph **delete** “the Association’s acting as a recognised supervisory body, and as a qualifying body offering a recognised professional qualification, within the meaning of the Companies Act 1989, or otherwise relating to”;

(ii) **delete** bye-law 4(b) and **substitute**:

“(b) the qualifications which a person subject to the regulations must hold to be eligible to hold a practising certificate;”.

4. In bye-law 5 **delete** the heading “Insolvency licences” and **substitute** “Reserved Activities”.

5. **Delete** bye-law 5 and **substitute**:

“5(a) The Council may determine whether it is necessary or desirable for the Association to obtain, retain or relinquish recognition for activities reserved by law or regulation in the United Kingdom or elsewhere. Such recognitions include (without limitation) recognition as a recognised supervisory body, recognised qualifying body, recognised professional body and designated professional body in the United Kingdom or equivalent elsewhere.

(b) Subject to bye-law 5(a), the Council shall from time to time make all such regulations as it shall consider necessary or desirable in connection with the Association’s recognition for such activities reserved by law or regulation. Such regulations may (without limitation) prescribe or provide for similar matters to those set out in paragraphs (a) to (f) of bye-law 4 and such matters relating to the Association’s recognition under prevailing legislation or regulation.”.

6. **Delete** the provisions in bye-law 6 and **insert** “Not used”.

7. In bye-law 7(d) *delete* "County Court in London " and *substitute* "County Court in England and Wales".
8. In bye-law 8(v) and (vi) after "professional" *insert* "or regulatory".
9. In bye-law 13 after "bye-laws" *insert* ", and any regulations made under bye-law 14,".
10. In bye-law 14 *delete* "36." and *insert* "60. Council shall specify in regulations the size of the Council for any given year and may also specify in such regulations that a number of positions on Council be reserved to provide for members from particular geographic and/or sector divisions. The regulations which shall apply at any Annual General Meeting shall be those in force as at the preceding 1 January.".
11. In bye-law 16 after "from time to time" *insert* "; and, as may be applicable, to each nomination and each notice of intention to seek re-election a declaration signed by the candidate specifying any reserved geographic or sector division as set out in regulations made under bye-law 14 for which election to Council is sought.".
12. In bye-law 17 after "eligibility for appointment as a" *delete* "company auditor" and *substitute* "statutory auditor".
13. In bye-law 19(j) after "in the election shall" *insert* ", having regard to any positions reserved for geographic or sector divisions".
14. In bye-law 40 after "eligible to be appointed" *delete* "company auditor (within the meaning of section 24(2) of the Companies Act 1989)" and *substitute* "statutory auditor".
15. *Delete* bye-law 43(f) and *substitute*:
  - "(f) in the purchase of securities of any government, local authority, statutory undertaking or company quoted on any Stock Exchange;".
16. *Delete* bye-law 44(a) and *substitute*:
  - "(a) The Annual General Meeting of the Association shall be held, on such date and at such place as the Council shall appoint, provided always that the Council shall notify the members of the Association of the date on which the Annual General Meeting is to be held not later than the day which falls six months before that date. Not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next.".
17. *Delete* bye-law 46 and *substitute*:
  - "46. Any member wishing to bring before the Annual General Meeting any motion not relating to the ordinary business of the meeting shall give

notice in writing of such motion, supported in writing by not fewer than a half of one per cent of the members of the Association as at 1 April in the year in which the notice is given expressing their desire that such motion should be so brought, all to be received by the Secretary no later than the day which falls three months prior to the date of the meeting. No such notice shall be valid if any of the members concerned shall not have paid any subscription or sum payable by him to the Association.”.

18. In bye-law 47 *delete* “not fewer than 10 members of the Council or by”.
19. In bye-law 65 after “this purpose.” *insert* “Certificates are excluded from these provisions.”.